



EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 01/2021-22 EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF BIG TREE ENTERTAINMENT PRIVATE LIMITED ("COMPANY") WILL BE HELD AT CTS NO.125, VILLAGE VILE PARLE, NEAR W.E. HIGHWAY, NEXT TO NEELKANTH COMPLEX, SAHAR ROAD, VILE PARLE EAST MUMBAI - 400099 AT A SHORTER NOTICE ON FRIDAY, JULY 23, 2021 AT 02.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item No. 1: APPROVAL FOR MAKING INVESTMENTS, GIVING LOANS, GUARANTEES AND PROVIDING SECURITIES BY THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company specified in **Appendix A** in the explanatory statement annexed hereto in which any of the Directors of the Company is interested/deemed to be interested, up to an aggregate sum of Rs. 37 Crores (Rupees Thirty-Seven Crores) and within the limits envisaged under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, at their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the Borrowing company/(ies) for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any Director or Company Secretary of the Company either jointly or severally be and are hereby authorized to do all such acts, deeds, matters and things including but not limited to determine, vary, amend or modify the terms and conditions of the loan/ investment/ guarantee/ security, as the Board in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek further consent or approval of the members or otherwise."

By Order of the Board of Directors,
For BIG TREE ENTERTAINMENT PRIVATE LIMITED

PARIKSHIT DAR
DIRECTOR
DIN: 00207870

Date : July 19, 2021
Place : Mumbai



NOTES:

1. THE EXPLANATORY STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") WITH RESPECT TO THE ABOVEMENTIONED BUSINESSES IS ATTACHED AS ANNEXURE A TO THIS NOTICE.
2. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION AT THE OFFICE OF THE COMPANY DURING BUSINESS HOURS BETWEEN 11.00 AM TO 1.00 PM EXCEPT ON HOLIDAYS.
3. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETINGS AND IS ENTITLED TO APPOINT A PROXY TO VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS DESIROUS OF APPOINTING PROXIES ARE REQUESTED TO DELIVER DULY COMPLETED PROXY FORMS (IN THE FORM ATTACHED AS ANNEXURE B TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE EXTRA-ORDINARY GENERAL MEETING.
4. SHAREHOLDERS/ PROXIES ATTENDING THE MEETING IN PERSON ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP (IN THE FORM ATTACHED AS ANNEXURE C TO THIS NOTICE) AND HANDOVER THE SAME AT THE MEETING).
5. MEMBERS ARE REQUESTED TO DELIVER THEIR CONSENT TO CONVENE THE PROPOSED MEETING AT SHORTER NOTICE (IN THE FORM ATTACHED AS ANNEXURE D TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE MEETING.
6. ROUTEMAP FOR ATTENDING EXTRA ORDINARY GENERAL MEETING (IN THE FORM ATTACHED AS ANNEXURE E TO THIS NOTICE).




Big Tree Entertainment Pvt. Ltd.

Wajeda House, Gr. Floor, Gulmohar Cross Rd. No. 7, Juhu Scheme, Mumbai 400 049. Tel.: 2671 9823 Fax: 2670 5665
CIN: U99999MH1999PTC120990. Website: www.bigtree.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Pursuant to Section 185 of the Companies Act, 2013, the Company is prohibited to give loan to any person in whom any of the Director of the Company is interested which includes any Private Company of which any Director of the Company is a Director or Member.

Further, Section 185 of the Companies Act, 2013 states that, a Company may advance any loan including, any represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that: a) a special resolution is passed by the Company in the General meeting and b) the Loans are utilised for the Principal Business activities by the Companies.

The given restriction/ provision is not applicable to any loan given by the Company to its wholly owned subsidiary company or any guarantee given or security provided by the Company to its wholly owned subsidiary company provided that the loans given are utilized by the Subsidiary Company for its principal business activities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to aforesaid Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for loans advanced or making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Companies mentioned in **Appendix A** as given below for the capital expenditure of the projects and/or working capital requirements as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities. The Loan amount advanced or to be advanced by the Company to the Companies mentioned in **Appendix A** shall be mutually decided between the Companies, depending upon the requirement of the Funds along with the disbursement of the Loan amount from time to time, in one or more tranches, at the absolute discretion of the Company and as may be deemed beneficial in the interest of the Company.

Appendix A

Sr. No.	Name of the Company	Relationship
1.	Big Tree Entertainment Singapore Pte. Ltd.	Subsidiary
2.	Spacebound Web Labs Private Limited	Subsidiary
3.	Bookmyshow Live Private Limited	Subsidiary
4.	Bookmyshow Venues Management Private Limited	Subsidiary
5.	Dyulok Technologies Private Limited	Subsidiary
6.	Foodfesta Wellcare Private Limited	Subsidiary
7.	Tribevibe Entertainment Private Limited	Subsidiary
8.	Atomx Corporation Private Limited	Joint Venture



Big Tree Entertainment Pvt. Ltd.



Roots to Fruits

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested (financially or otherwise) in the resolution set out in the Notice, except to their equity holdings and Directorships in the Company, if any.

The Board commends the passing of the Special Resolution set out at Item No. 1 of accompanying Notice.

For and on behalf of Big Tree Entertainment Private Limited



PARIKSHIT DAR
DIRECTOR
DIN: 00207870

Date : July 19, 2021
Place : Mumbai

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ANNEXURE B

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U99999MH1999PTC120990
Name of the company: Big Tree Entertainment Private Limited
Registered office: Wajeda House, Ground Floor, Gulmohar Cross Road 7, Near Tian Restaurant, Juhu Scheme, Mumbai, Maharashtra – 400049

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:

I/We, being the member (s) of _____ Equity shares of the above named company, hereby appoint-

1. Name:
Address:
E-mail Id:
Signature: or failing him

2. Name:
Address:
E-mail Id:
Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the / Annual General Meeting/ Extraordinary general meeting of the Company, to be held on Friday, July 23, 2021 at 02:00 p.m. at CTS No.125, Village Vile Parle, Near W.E. Highway, Next to Neelkanth Complex, Sahar Road, Vile Parle East Mumbai 400099 and at any adjournment thereof in respect of the following resolutions:

1. Resolution No. 1: Approval for making Investments, Giving Loans, Guarantees and Providing Securities by The Company

Signed this.....day of, 2021

Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
Rs.1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.




Big Tree Entertainment Pvt. Ltd.

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ANNEXURE C

ATTENDANCE SLIP

Name of Shareholder	Folio No./ DP ID	Type of Share	No. of Shares

Name of the Shareholder:

Address of Shareholder:

I hereby record my presence at the **First Extra Ordinary General Meeting** of the Company on Friday, July 23, 2021 at 02.00 p.m. at CTS No. 125, Village Vile Parle, Near W.E. Highway, Next to Neelkanth Complex, Sahar Road, Vile Parle (East), Mumbai 400099.

Signature of attending member

Note:

1. Member/ Authorized representative wishing to attend the meeting must bring the attendance slip duly signed to the meeting and hand it over the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by authorized representative, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.




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ANNEXURE D

THE COMPANIES ACT, 2013

Consent of shareholder for shorter notice
[Pursuant to section 101(1) of the Companies Act, 2013]

To,
The Board of Directors,
Big Tree Entertainment Private Limited
Wajeda House, Ground Floor,
Gulmohar Cross Road 7, Near Tian Restaurant,
Juhu Scheme, Mumbai 400049.

Dear Sirs,

We/I, [●], a company incorporated under the laws of [●] and having its registered office at [●]/individual residing at [●] holding [●] equity shares of face value INR 10 each and/or [●] Series [●] compulsorily convertible preference shares of INR 1,000 each/ INR 10 each (*strike off whichever is not necessary*) being [●] % of the shareholding in the Company in our own name hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to the extra-ordinary general meeting of the company to be held on [●], 2021 at [●] at a shorter notice, in order to transact the items specified in the notice.

For and on behalf of [●]

Mr. [●]

Date: [●], 2021

Paresh

Big Tree Entertainment Pvt. Ltd.

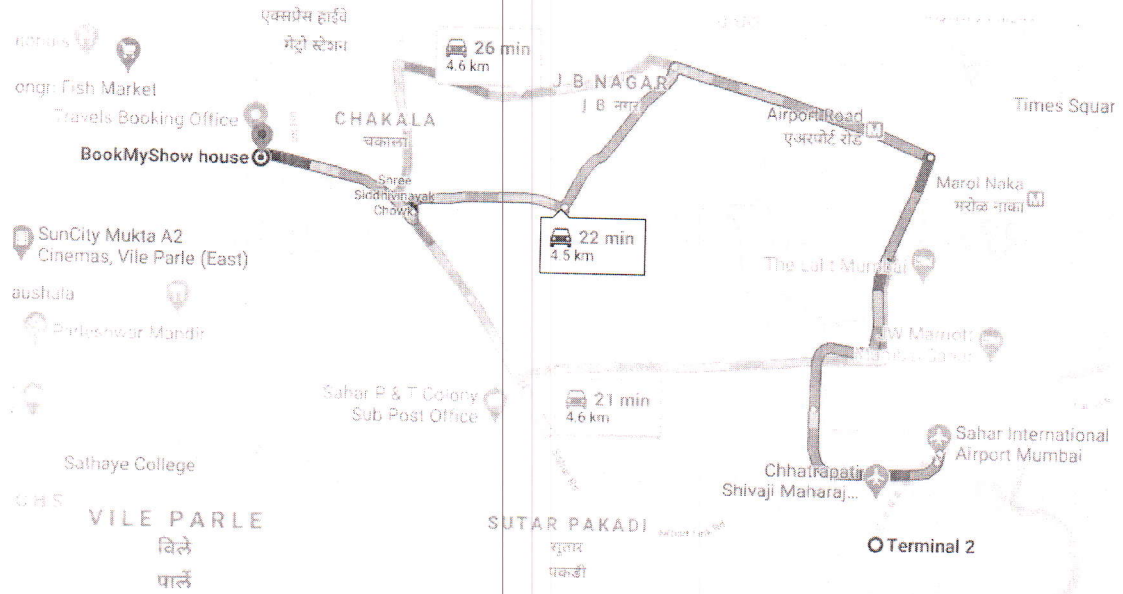
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ANNEXURE E

ROUTE MAP



Patil

BIG TREE ENTERTAINMENT PVT. LTD. * MUMBAI *

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